



Opportunity, Work together, Nurture

PAY COMMITTEE TERMS OF REFERENCE

The Pay Committee is an executive committee of OWN Trust with specific delegated powers established in accordance with the Trust's Articles of Association. These powers are determined, and can be varied permanently or temporarily, by the Trust Board and are recorded in the Scheme of Delegation.

A COMPOSITION OF THE PAY COMMITTEE

The Trust Board will appoint members of the Pay Committee. Membership will include a minimum of three trustees:

1. Chair of Audit & Risk Committee
2. Chair of Finance & HR Committee
3. Chair of Quality of Education Committee
4. Such additional persons with appropriate skills who may be appointed by the Trust Board.
5. Such further Trustees as the Trust Board may appoint in order to ensure that the Committee has a majority of Trustees.
6. Employees of the Trust will not be appointed to the Pay Committee.

The Governance & Compliance Manager will act as clerk to the committee. If not able to attend, the G&C Manager will engage a suitably qualified professional clerk to attend and minute the meeting.

B TERM OF OFFICE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

1. The Trust Board shall appoint the members and Chair of the committee annually, noting any recommendation from the Committee. The Trust may remove/replace the Chair of the Committee.

2. On appointment, committee members are required to familiarise themselves, and where appropriate to agree to comply, with:
 - 2.1 OWN Trust Articles of Association, Master and Supplementary Funding Agreements
 - 2.2 The Academy Trust Handbook,
 - 2.3 These Terms of Reference,
 - 2.4 Relevant Trust policies, specifically, but not limited to, the Pay Policy/ies.
3. Committee members will respect the confidentiality of any matters discussed, or information accessed, as part of their role.
4. Members will, at the start of every meeting, declare any actual, potential or perceived conflict of interest (financial or otherwise) in any item on the agenda. Where a conflict is unclear, the Committee will decide if a member should withdraw from the discussion and/or vote.

C OPERATION AND ROLE OF THE PAY COMMITTEE

The Pay Committee shall exercise the powers, responsibilities and duties delegated by the Trust Board as set out in these Terms of Reference and the Trust's Scheme of Delegation.

1. The committee will:
 - 1.1 Oversee the pay policy across OWN Trust and all schools in the trust.
 - 1.2 Consider, and approve or reject, any proposals for the annual pay award for teaching staff.
 - 1.3 Consider, and approve or reject, any proposals for the annual pay award for support staff.
 - 1.4 Prepare, review and approve policies delegated to the Committee (see Trust policy matrix).
2. The Chair of the Pay Committee will liaise with the Chair of the Finance & HR Committee on any areas of overlap.
3. The Pay Committee will meet once per academic year. Dates for meetings are set annually by the Trust as part of the whole-trust calendar.
 - 3.1 Additional meetings may be called where necessary to meet the needs of the Trust.
 - 3.2 All meetings will be conducted virtually. Business may be conducted via email as a written resolution. All decisions taken by such means will have the same status and effect as if they had been taken at a meeting.

- 3.3 Quorum for a meeting of the Committee will be half the membership of the committee (rounded up), or two trustees, provided that the majority of those present are Trustees of OWN Trust.
 - 3.4 Agenda and papers for meetings will be shared seven days before the meeting. The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having had access to the agenda and papers. A shorter notice period may be given at the discretion of the Committee Chair.
 - 3.5 All matters for decision by the committee will be determined by simple majority of committee members present and eligible to vote. Where there is a tie, the Chair of the Committee has a casting vote.
 - 3.6 Where the Chair is not present at a quorate meeting the Committee will designate one of its number to act as Chair for that meeting.
 - 3.7 Draft minutes of the meeting will be shared within 10 working days of the meeting and will be signed by the Committee Chair to verify that the minutes are a true record
4. The Committee Chair, or if they are not available, a delegated member of the committee, will report to, and make any recommendations to, the Trust Board.